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浙江滬杭甬高速公路股份有限公司
ZHEJIANG EXPRESSWAY CO., LTD.

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 0576)

Euro230 million zero coupon convertible bonds due 2026

(Stock Code: 40526)

**(1) ANNOUNCEMENT ON RESOLUTIONS PASSED AT THE AGM
AND
(2) DISCLOSEABLE TRANSACTION AND CONNECTED
TRANSACTION REVISION OF ANNUAL CAPS FOR CONTINUING
CONNECTED TRANSACTIONS IN RELATION TO THE NEW
FINANCIAL SERVICES AGREEMENT WITH ZHEJIANG
COMMUNICATIONS INVESTMENT GROUP FINANCE CO., LTD.**

Reference is made to the circular (the “**Circular**”) of Zhejiang Expressway Co., Ltd. (the “**Company**”) dated March 27, 2024. Unless otherwise defined, terms used in this announcement shall have the same meanings as defined in the Circular.

The Company held its 2024 annual general meeting (the “**AGM**”) at 10:00 a.m., on Friday, April 25, 2025 at 5/F, No. 2 Mingzhu International Business Center, 199 Wuxing Road, Hangzhou City, Zhejiang Province, the People's Republic of China (the “**PRC**”). Chairman of the Company, Mr. YUAN Yingjie, chaired the AGM. Mr. YUAN Yingjie, Mr. WU Wei, Mr. LI Wei, Mr. FAN Ye and Mr. HUANG Jianzhang, being the directors of the Company (the “**Directors**”), attended the AGM. Ernst & Young was appointed and acted as scrutineer for the vote taking during the AGM.

Shareholders of the Company (the “**Shareholders**”) who attended the AGM in person or by proxy represented a total of 5,102,623,485 shares of the Company entitled to attend and to vote at the AGM, or 85.13% of the total issued share capital of the Company as at the date of the AGM. Voting at the AGM took place by way of poll, and details of voting results on all proposed resolutions are as follows:

AS ORDINARY RESOLUTIONS

1. Resolved to approve the report of the directors of the Company (“**Directors**”) for the year 2024, with 5,100,680,405 shares voted in the affirmative (representing 99.96% of the total shares held by the Shareholders present at the AGM) and 1,943,080 shares voted in the negative (representing 0.04% of the total shares held by the Shareholders present at the AGM);
2. Resolved to approve the report of the supervisory committee of the Company for the year 2024, with 5,100,680,405 shares voted in the affirmative (representing 99.96% of the total shares held by the Shareholders present at the AGM) and 1,943,080 shares voted in the negative (representing 0.04% of the total shares held by the Shareholders present at the AGM);
3. Resolved to approve the audited financial statements of the Company for the year 2024, with 5,099,368,085 shares voted in the affirmative (representing 99.94% of the total shares held by the Shareholders present at the AGM) and 3,255,400 shares voted in the negative (representing 0.06% of the total shares held by the Shareholders present at the AGM);
4. Resolved to approve the dividend of RMB38.5 cents per share in respect of the year ended December 31, 2024, with 5,102,623,485 shares voted in the affirmative (representing 100% of the total shares held by the Shareholders present at the AGM) and 0 shares voted in the negative;
5. Resolved to approve the final accounts of the Company for the year 2024 and the financial budget of the Company for the year 2025, with 4,816,525,626 shares voted in the affirmative (representing 94.39% of the total shares held by the Shareholders present at the AGM) and 286,097,859 shares voted in the negative (representing 5.61% of the total shares held by the Shareholders present at the AGM);
6. Resolved to approve the re-appointment of Ernst & Young as the Hong Kong auditor of the Company, and to authorize the board of Directors of the Company (the “**Board**”) to fix its remuneration, with 5,096,082,605 shares voted in the affirmative (representing 99.87% of the total shares held by the Shareholders present at the AGM) and 6,540,880 shares voted in the negative (representing 0.13% of the total shares held by the Shareholders present at the AGM);

7. Resolved to approve the re-appointment of RSM China CPA LLP as the PRC auditor of the Company, and to authorize the Board to fix its remuneration, with 5,096,082,605 shares voted in the affirmative (representing 99.87% of the total shares held by the Shareholders present at the AGM) and 6,540,880 shares voted in the negative (representing 0.13% of the total shares held by the Shareholders present at the AGM);
8. Resolved to approve the Supplemental Agreement (as defined in the Circular of the Company dated March 27, 2025) and the revised annual caps for the Deposit Services (as defined in the Circular of the Company dated March 27, 2025) under the Supplemental Agreement at RMB5 billion for each of the years ending December 31, 2025, 2026 and 2027 and the period from January 1, 2028 to March 29, 2028, with 1,056,722,789 shares voted in the affirmative (representing 97.14% of the total shares held by the independent Shareholders present at the AGM) and 31,121,896 shares voted in the negative (representing 2.86% of the total shares held by the independent Shareholders present at the AGM);

AS SPECIAL RESOLUTIONS

9. Resolved to approve the grant of a general mandate to the Board to issue, allot and deal with additional Shares (as defined in the Circular of the Company dated March 27, 2025) not exceeding 20% of the total number of issued Shares (excluding treasury shares) and authorize the Board to make corresponding amendments to the articles of association of the Company (“**Articles of Association**”) as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of such Shares, with 4,670,336,452 shares voted in the affirmative (representing 91.53% of the total shares held by the Shareholders present at the AGM) and 432,287,033 shares voted in the negative (representing 8.47% of the total shares held by the Shareholders present at the AGM), the details are as follows:

“THAT:

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares (as defined in the Circular of the Company dated March 27, 2025) and/or H Shares (as defined in the Circular of the Company dated March 27, 2025) of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the aggregate number of the Shares in issue on the date of passing this resolution, other than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association; and
- (d) For the purpose of this special resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until the earliest of:

- the conclusion of the next annual general meeting of the Company;
- the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or
- the date on which the authority set out in this resolution is revoked or varied by a resolution of the Shareholders at any general meeting of the Company.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of Shares by way of rights shall be construed accordingly.

- (B) The Board be authorized to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of Shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.

(C) The Board is authorized to grant the general mandate to the Chairman and General Manager to individually or jointly issue the additional Shares at their absolute discretion.”

10. Resolved to approve the amendments to the Articles of Association and the relevant authorization, with 5,102,623,485 shares voted in the affirmative (representing 100% of the total shares held by the Shareholders present at the AGM) and 0 shares voted in the negative.

The total number of shares in issue of the Company as well as entitling the holders to attend and vote at the AGM in respect of all other proposed resolutions of the AGM (other than resolution no. 8) was 5,993,800,537 shares. Other than resolution no. 8, there was no share requiring any holder to attend and vote only against the resolutions or to abstain from voting at the AGM.

At the time of the AGM, resolution no. 8 is in respect of a connected transaction and Communications Group and its associates had abstained from voting in relation to such resolution at the AGM as required by the Listing Rules. The total number of shares of the Company held by independent Shareholders entitled to attend and vote at the AGM in respect of the resolution no.8 was 1,881,940,542 H Shares.

FURTHER INFORMATION ON THE PAYMENT OF THE DIVIDEND FOR THE YEAR 2024

The payment of a dividend of RMB38.5 cents per share in respect of the year ended December 31, 2024 was approved by more than half of the votes cast by the Shareholders at the AGM.

For determining the entitlement to the proposed dividend in respect of the year ended December 31, 2024, the register of members holding H shares of the Company (the “**H Shares**”) will be closed from May 1, 2025 to May 6, 2025 (both days inclusive), during which period no transfer of H Shares will be effected. Holders of H Shares who intend to qualify for the proposed 2024 dividend must deliver all transfer instruments and the relevant shares certificates to Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen’s Road East, Hong Kong, at or before 4:30 p.m. on April 30, 2025. Shareholders whose names appear in the register of members of the Company on May 6, 2025 (the “**Record Date**”) are entitled to the proposed dividend.

Pursuant to the relevant regulations and the Articles of Association, dividends for holders of H Shares (excluding Shareholders who are Chinese Mainland individual investors or enterprise investors investing in shares listed on the Stock Exchange through the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect) shall be paid in Hong Kong dollars according to the average closing exchange rate of Hong Kong dollars to Renminbi declared by the People’s Bank of China in

the five trading days prior to the date of the declaration of dividends. The applicable exchange rate for the purpose of the payment of the dividend for the year 2024 is therefore HK\$1.00 to RMB0.92305.

Dividends payable to the Shareholders who are Chinese Mainland individual investors or corporate investors investing in the H Shares via the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect will be paid in Renminbi by the China Securities Depository and Clearing Corporation Limited Shanghai Branch or Shenzhen Branch as entrusted by the Company.

According to the Law on Corporate Income Tax of the People's Republic of China and the relevant implementing rules (the “**CIT Law**”) which came into effect on January 1, 2008, the Company is obliged to withhold for payment the corporate profit tax, which is at the rate of 10%, from the payment of dividends to non-resident enterprises (as defined under the CIT Law, including HKSCC (Nominees) Limited, other nominees, trustees or other groups and organizations) who are holders of H Shares. Dividends paid to natural persons who are holders of H Shares are not subject to individual income tax for the time being.

According to the requirements of the “Notice on Taxation Policies Concerning the Shanghai-Hong Kong Stock Connect Pilot Program (Finance Tax [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and “Notice on Taxation Policies Concerning the Shenzhen-Hong Kong Stock Connect Pilot Program (Finance Tax [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) jointly published by the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission, the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect tax arrangements are as follows: (i) for Chinese Mainland individual investors who invest in the H Shares via the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect, the Company will withhold individual income tax at the rate of 20% in the distribution of the dividend for the year 2024. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Company Limited for tax credit relating to the withholding tax already paid abroad; and (ii) for Chinese Mainland securities investment funds that invest in the H Shares via the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect, the Company will withhold individual income tax in the distribution of the dividend for the year 2024 pursuant to the foregoing provisions.

For Chinese Mainland corporate investors that invest in the H Share via the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect, the Company will not withhold the income tax in the distribution of the dividend for the year 2024 and such investors shall file the tax returns on their own.

The dividend of HK\$41.71 cents per share (before tax) is expected to be paid to the H Shareholders of the Company on June 24, 2025.

Investors should read this announcement carefully. The Company will withhold for payment the corporate profit tax strictly in accordance with the relevant laws or requirements of the relevant governmental departments and strictly based on what has been registered on the H Share register of members on the Record Date. The Company will owe no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders, or any disputes over the mechanism of withholding.

ADJUSTMENT TO CONVERSION PRICE OF €230,000,000 ZERO COUPON CONVERTIBLE BONDS DUE 2026

References are made to the Euro230 million zero coupon convertible bonds due 2026 (the “**Convertible Bonds**”) issued by the Company on January 20, 2021 as disclosed in (i) the publication of offering circular of the Company dated January 21, 2021 in relation to the Convertible Bonds (the “**OC Announcement**”); (ii) the announcement dated May 4, 2023 and the circular dated May 22, 2023 in relation to the adjustments to the conversion price of the Convertible Bonds as a result of payment of dividend for the year 2022; (iii) the announcement dated November 6, 2023 and the circular dated December 7, 2023 in relation to adjustments to the conversion price of the Convertible Bonds as a result of the rights issue by the Company; (iv) the announcement of the Company dated January 22, 2024 in relation to partial early redemption of the Convertible Bonds; and (v) the announcement dated May 8, 2024 in relation to the adjustments to the conversion price of the Convertible Bonds as a result of payment of dividend for the year 2023. Unless otherwise defined, capitalized terms used below in this announcement shall have the same meanings as defined in the OC Announcement.

As at the date of this announcement, the aggregate principal amount under the Convertible Bonds that remains outstanding is Euro27.2 million. Assuming at the current Conversion Price is HK\$6.29 per H Share and the maximum number of H Shares that the Company is currently allowed to issue for conversion of the Convertible Bonds is 41,143,783 H Shares, representing approximately 2.0790% of the issued H Share capital of the Company (i.e. 1,979,021,737 H Shares), where the Stock Exchange has granted the listing of, and permission to deal in such H Shares.

The terms and conditions of the Convertible Bonds (the “**CB Terms and Conditions**”) provided, among other things, that if the Company pays or makes any Capital Distribution (as defined in the CB Terms and Conditions), the Conversion Price (as defined in the CB Terms and Conditions) shall be adjusted by multiplying the Conversion Price in force immediately before such Capital Distribution by the following fraction:

$$\frac{A-B}{A}$$

Where:

- A. is the sum of (i) the aggregate number of Ordinary Shares (as defined in the CB Terms and Conditions) of one class multiplied by the relevant Current Market Price (as defined in the CB Terms and Conditions) per Ordinary Share of such class and (ii) the aggregate number of Ordinary Shares of a second class multiplied by the relevant Current Market Price per Ordinary Share of such class, in each case on the date on which the Capital Distribution is first publicly announced; and
- B. is the Fair Market Value (as defined in the CB Terms and Conditions) of the aggregate Capital Distribution to the Ordinary Shareholders (as defined in the CB Terms and Conditions).

Such adjustment shall become effective on the date that such Capital Distribution is actually made or, if a record date is fixed therefor, immediately after such record date.

The payment of the dividend for the year 2024 as recommended by the Board was approved by the Shareholders at the 2024 AGM. With effect from May 7, 2025 being the day immediately after the record date in respect of the proposed dividend, the Conversion Price of the Convertible Bonds will be adjusted from the Conversion Price of HK\$6.29 per H Share to the adjusted Conversion Price of HK\$5.84 per H Share (the “**Adjustment**”), in accordance with the terms and conditions of the Convertible Bonds. Save for the abovementioned Adjustment to the Conversion Price, the other terms of the Convertible Bonds remain unchanged.

As at the date of this announcement, the aggregate principal amount under the Convertible Bonds that remains outstanding is €27,200,000. Immediately following the Adjustment, the number of H Shares issuable by the Company upon full conversion of the remaining Convertible Bonds at the adjusted Conversion Price of HK\$5.84 per H Share will be 44,314,109 H Shares, which can be issued under the number of H Shares issuable under the Convertible Bonds already approved by the Stock Exchange. Therefore, no application for the listing approval of additional H Shares will be made as a result of the Adjustment.

Discloseable Transaction and Connected Transaction in Relation to Revision of Annual Caps for Continuing Connected Transactions in Relation to the New Financial Services Agreement with Zhejiang Communications Investment Group Finance Co., Ltd.

Reference is made to the announcement of the Company dated February 19, 2025 and the Circular relating to (i) the New Financial Services Agreement for the purpose of renewal of the Previous Financial Services Agreement; and (ii) the proposed Supplemental Agreement to be entered into between the Company and Zhejiang Communications Finance.

As the resolution in respect of the Supplemental Agreement and the revised annual caps for the Deposit Services under the New Financial Services Agreement have been approved by the Independent Shareholders at the AGM, the Company will enter into the Supplemental Agreement with Zhejiang Communications Finance on April 28, 2025 to increase (i) the maximum daily aggregate outstanding balance of the Deposit Services will be revised to RMB5 billion; and (ii) The amount of credit line for the Loan Services granted by Zhejiang Communications Finance will be revised to not less than RMB10 billion, for the years ending December 31, 2025, 2026 and 2027 and the period from January 1, 2028 to March 29, 2028. Please refer to the Circular for details of the Supplemental Agreement and the transactions contemplated thereunder.

Listing Rules Implications

As one or more of the applicable percentage ratios in respect of the Revised Annual Caps exceed 5% and are less than 25%, the transactions contemplated under the Revised Annual Caps of the Supplemental Agreement constitute a discloseable transaction for the Company, subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

By virtue of this shareholding interest, Communications Group is a controlling shareholder of the Company. Zhejiang Communications Finance is owned as to 79.92% and 20.08% by Communications Group and the Company, respectively. Therefore, Zhejiang Communications Finance is a connected person of the Company. The transactions contemplated under the Revised Annual Caps of the Supplemental Agreement constitute non-exempt continuing connected transactions, subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

By order of the Board
Zhejiang Expressway Co., Ltd.
Tony Zheng
Company Secretary

Hangzhou, the PRC, April 25, 2025

As at the date of this announcement, the Chairman of the Company is Mr. YUAN Yingjie; the executive Directors of the Company are: Mr. WU Wei and Mr. LI Wei; the other non-executive Directors of the Company are: Mr. YANG Xudong, Mr. FAN Ye and Mr. HUANG Jianzhang; and the independent non-executive Directors of the Company are: Mr. PEI Ker-Wei, Ms. LEE Wai Tsang, Rosa and Mr. YU Mingyuan.